

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

TOWN SPORTS INTERNATIONAL, LLC, *et al.*,<sup>1</sup>  
  
Debtors.

Chapter 11

Case No. 20-12168 (CSS)  
  
(Jointly Administered)

**NOTICE OF AGENDA OF MATTERS SCHEDULED  
FOR TELEPHONIC AND VIDEO HEARING ON  
NOVEMBER 23, 2020 AT 10:00 A.M. (ET)**

**THIS HEARING WILL BE HELD TELEPHONICALLY VIA COURTCALL AND, IN CERTAIN CIRCUMSTANCES, BY VIDEO VIA ZOOM. ALL PARTIES WISHING TO APPEAR MUST DO SO TELEPHONICALLY BY CONTACTING COURTCALL, LLC AT 866-582-6878. ONLY THOSE PARTIES THAT WILL BE ADDRESSING THE COURT SHOULD APPEAR BY VIDEO VIA ZOOM IN ADDITION TO THEIR COURTCALL REGISTRATION.**

**PLEASE NOTE THAT THE MICROPHONES ON THE ZOOM MEETING WILL BE MUTED AND THE ONLY AUDIO WILL BE THROUGH COURTCALL.**

**Topic: Town Sports Intl 20-12168 Hearing  
Time: November 23, 2020 10:00 A.M. Eastern Time (US and Canada)**

**Join ZoomGov Meeting**  
<https://debuscourts.zoomgov.com/j/1613882367>

**Meeting ID: 161 388 2367  
Passcode: 278206**

**RESOLVED/CONTINUED MATTERS**

1. Motion of 695 Atlantic Avenue Company, L.L.C. for Entry of an Order Granting Relief from the Automatic Stay [Docket No. [329](#), 10/23/20]

Objection/Response Deadline: November 16, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None to date.

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<sup>1</sup> The last four digits of Town Sports International, LLC's federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting the undersigned counsel for the Debtors.

Status: This matter has been resolved in principle, subject to documentation.

2. Application for an Order Pursuant to 11 U.S.C. §§ 328(a) and 1103 Authorizing and Approving the Employment and Retention of Cole Schotz P.C. as Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to September 25, 2020 [Docket No. 337, 10/23/20]

Related Documents:

- A. Certificate of No Objection [Docket No. 657, 11/10/20]
- B. Order Pursuant to 11 U.S.C. §§ 328(a) and 1103 Authorizing and Approving the Employment and Retention of Cole Schotz P.C. as Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to September 25, 2020 [Docket No. 675, 11/16/20]

Objection/Response Deadline: November 6, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None.

Status: An order has been entered. No hearing is necessary.

3. Application for Entry of an Order Authorizing the Retention and Employment of Berkeley Research Group, LLC, as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of September 25, 2020 [Docket No. 338, 10/23/20]

Related Documents:

- A. Certificate of No Objection [Docket No. 658, 11/10/20]
- B. Order Authorizing Official Committee of Unsecured Creditors to Employ Berkeley Research Group, LLC as Financial Advisor, Effective as of September 25, 2020 [Docket No. 676, 11/16/20]

Objection/Response Deadline: November 6, 2020 at 4:00 p.m. (ET)

Objections/Responses Filed: None.

Status: An order has been entered. No hearing is necessary.

4. Motion of Natalie Cefaratti for Entry of an Order Modifying the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code and Waiving the Provisions of Fed. R. Bankr. P. 4001(a)(3) [Docket No. [655](#), 11/9/20]

Objection/Response Deadline: November 16, 2020 at 4:00 p.m. (ET) [Extended to December 7, 2020 at 4:00 p.m. (ET) solely with respect to the Debtors]

Objections/Responses Filed: None to date.

Status: This matter is being continued to December 14, 2020 at 2:00 p.m. (ET).

5. Debtors' Motion for Entry of Orders (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (II) Approving the Form and Manner of Notice Thereof, (III) Scheduling an Auction and Sale Hearing, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the Sale of the Debtors' Assets Free and Clear, and (VI) Granting Related Relief [Docket No. [160](#), 10/2/20]

Related Documents:

- A. Declaration of Christopher A. Wilson in Support of the Debtors' Motion for Entry of Orders (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (II) Approving the Form and Manner of Notice Thereof, (III) Scheduling an Auction and Sale Hearing, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the Sale of the Debtors' Assets Free and Clear, and (VI) Granting Related Relief [Docket No. [162](#), 10/2/20]<sup>2</sup>
- B. Order Shortening Notice [Docket No. [164](#), 10/5/20]
- C. Notice of Hearing [Docket No. [168](#), 10/5/20]
- D. Supplemental Declaration of Christopher A. Wilson in Support of the Debtors' Motion [Docket No. [190](#), 10/8/20]
- E. Notice of Filing of Blackline of Proposed Bidding Procedures Order [Docket No. [191](#), 10/8/20]
- F. Notice of Filing of Blackline of Proposed Bidding Procedures Order [Docket No. [202](#), 10/9/20]
- G. Order (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (II) Approving the Form and Manner of Notice Thereof, (III) Scheduling an Auction and Sale Hearing, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the Sale of the Debtors' Assets Free and Clear, and (VI) Granting Related Relief [Docket No. [208](#), 10/9/20]
- H. Notice of Auction for the Sale of All or Substantially All of the Debtors' Assets Free and Clear of Any and All Claims, Interests, and Encumbrances [Docket No. [275](#), 10/16/20]
- I. Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [278](#), 10/16/20]
- J. Affidavit of Publication [Docket No. [285](#), 10/19/20]

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<sup>2</sup> The physical location of this declarant is Pasadena, CA.

- K. Supplemental Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [290](#), 10/20/20]
- L. Notice of Cancellation of Auction [Docket No. [347](#), 10/26/20]
- M. Second Supplemental Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [543](#), 10/30/20]
- N. Notice of Filing of Proposed Order Approving the Sale of Substantially All of the Debtors' Assets [Docket No. [546](#), 11/1/20]
- O. Second Supplemental Declaration of Christopher A. Wilson in Support of the Debtors' Motion [Docket No. [550](#), 11/2/20]
- P. Notice of Revised Cure Amounts to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [551](#), 11/2/20]
- Q. Notice of Filing of Proposed Revised Order Approving the Sale of Substantially All of the Debtors' Assets [Docket No. [553](#), 11/2/20]
- R. Order (I) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (II) Authorizing the Debtors to Enter into the Asset Purchase Agreement, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [Docket No. [639](#), 11/4/20]
- S. Second Notice of Revised Cure Amounts to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [673](#), 11/13/20]
- T. Third Supplemental Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [683](#), 11/18/20]

Sale Objection/Response Deadline: October 23, 2020 at 4:00 p.m. (ET)

Sale Objections/Responses Filed:

- U. Oracle's Rights Reservation [Docket No. [314](#), 10/23/20]

*Status: If not resolved prior to the hearing, this matter will be continued to December 14, 2020 at 2:00 p.m. (ET).*

- V. Limited Objection of 695 Atlantic Avenue Company, L.L.C. [Docket No. [325](#), 10/23/20]

*Status: As the Debtors are not seeking to assume and assign the subject lease, this matter has been rendered moot.*

W. Objection of Landmark Center Park Drive, LLC [Docket No. [310](#), 10/23/20]

*Status: As the Debtors are not seeking to assume and assign the subject lease, this matter has been rendered moot.*

X. Supplemental Objection of Landmark Center Park Drive, LLC [Docket No. [349](#), 10/27/20]

*Status: As the Debtors are not seeking to assume and assign the subject lease, this matter has been rendered moot.*

Cure Objection/Response Deadline: October 23, 2020 at 4:00 p.m. (ET) [Supplemental deadline is November 3, 2020 at 4:00 p.m. (ET); second supplemental deadline is November 13, 2020 at 4:00 p.m. (ET); third supplemental deadline is December 2, 2020 at 4:00 p.m. (ET)]

Cure Objections/Responses Filed:

Y. Limited Objection and Reservation of Rights of Google LLC [Docket No. [300](#), 10/22/20]

*Status: This matter has been resolved.*

Z. Objection of TFG Winter Street Property, LLC [Docket No. [303](#), 10/22/20]

*Status: This matter has been resolved in principle, subject to documentation.*

AA. Limited Objection and Reservation of Rights of Motionsoft, Inc. and Daxko, LLC d/b/a CSI Software [Docket No. [306](#), 10/22/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be continued to December 14, 2020 at 2:00 p.m. (ET).*

BB. Limited Objection of Babson College [Docket No. [307](#), 10/22/20]

*Status: This matter has been resolved in principle, subject to documentation.*

CC. Objection of Matrix Mechanical Corp. [Docket No. [313](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be continued to December 14, 2020 at 2:00 p.m. (ET).*

DD. Objection of 75-76 Third Avenue Assets IV LLC [Docket No. [316](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be continued to December 14, 2020 at 2:00 p.m. (ET).*

- EE. Limited Objection of T-C 501 Boylston Street LLC, TREA 350 Washington Street LLC and BP 111 Huntington Avenue LLC [Docket No. [317](#), 10/23/20]

*Status: This matter has been resolved.*

- FF. Limited Objection and Reservation of Rights of 200 Madison Owner LLC [Docket No. [318](#), 10/23/20]

*Status: As the Debtors are not seeking to assume and assign the subject lease, this matter has been rendered moot.*

- GG. Objection and Reservation of Rights of 575 Lex Property Owner, L.L.C. [Docket No. [319](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be continued to December 14, 2020 at 2:00 p.m. (ET).*

- HH. Limited Objection and Reservation of Rights of SAF-T-SWIM LLC [Docket No. [320](#), 10/23/20]

*Status: As the subject contracts have been rejected, this matter has been rendered moot.*

- II. Objection of 2856 Astoria LLC [Docket No. [326](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be continued to December 14, 2020 at 2:00 p.m. (ET).*

- JJ. Objection of 1221 Avenue Holdings LLC [Docket No. [327](#), 10/23/20]

*Status: This matter is being adjourned to December 14, 2020 at 2:00 p.m. (ET).*

- KK. Opposition of 625 Mass Ave Owner, LLC [Docket No. [328](#), 10/23/20]

*Status: As the subject lease has been rejected, this matter has been rendered moot.*

- LL. Objection of Macrolease Corporation [Docket No. [331](#), 10/23/20]

*Status: This matter has been resolved.*

- MM. Limited Objection of 39-01 QB LLC, Blumenfeld Development Group, LTD., Philips International Holding Corp. and Regency Centers, L.P. [Docket No. [332](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be continued to December 14, 2020 at 2:00 p.m. (ET).*

- NN. Limited Objection of Country View Commons, LLC, Federal Realty Investment Trust, Store Master Funding XI, LLC, and The Macerich Company [Docket No. [333](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be continued to December 14, 2020 at 2:00 p.m. (ET).*

- OO. Objection of Clearbrook Cross LLC [Docket No. [334](#), 10/23/20]

*Status: This matter has been resolved.*

- PP. Limited Objection of DC USA Operating Co., LLC and HUSA Management Co., LLC [Docket No. [336](#), 10/23/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be continued to December 14, 2020 at 2:00 p.m. (ET).*

- QQ. Objection of 1221 Avenue Holdings LLC to Proposed Form of Adequate Assurance of Future Performance [Docket No. [350](#), 10/27/20]

*Status: This matter is being adjourned to December 14, 2020 at 2:00 p.m. (ET).*

- RR. Limited Objection of Langston Retail, LLC to Adequate Assurance Information and to Potentially Assumed and/or Assigned Lease and Reservation of Rights [Docket No. [353](#), 10/27/20]

*Status: This matter has been resolved as to the cure objection. With respect to the adequate assurance objection, this matter is being continued to December 14, 2020 at 2:00 p.m. (ET).*

- SS. Limited Objection of DC USA Operating Co., LLC and HUSA Management Co., LLC to Adequate Assurance Information [Docket No. [354](#), 10/27/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be continued to December 14, 2020 at 2:00 p.m. (ET).*

- TT. Aetna Life Insurance Company's Limited Objection and Reservation of Rights [Docket No. [537](#), 10/30/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be continued to December 14, 2020 at 2:00 p.m. (ET).*

- UU. Objection and Reservation of Rights of R&D Air, Inc. [Docket No. [538](#), 10/30/20]

*Status: The parties are engaging in discussions. If not resolved prior to the hearing, this matter will be continued to December 14, 2020 at 2:00 p.m. (ET).*

VV. Limited Objection of EQC Nine Penn Center Property LLC [Docket No. [567](#), 11/3/20]

*Status: This matter has been resolved.*

Status: As indicated in their respective status lines above, all objections either have been resolved, rendered moot, or will be continued to December 14, 2020 at 2:00 p.m. (ET).

### **CONTESTED MATTER**

6. Additional Debtors' Omnibus Motion Pursuant to Sections 105(a), 365(a), and 554(a) of the Bankruptcy Code, Authorizing the Debtors to (I) Reject Certain Unexpired Leases of Nonresidential Real Property Effective as of the Additional Debtors' Petition Date and (II) Abandon Property in Connection Therewith [Docket No. [299](#), 10/21/20]

#### Related Documents:

- A. Debtors' Reply to the Limited Objection of Broadway Mercer Associates [Docket No. [682](#), 11/18/20]
- B. Notice of Filing of Blackline of Order, Pursuant to Sections 105(a), 365(a), and 554(a) of the Bankruptcy Code, Authorizing the Debtors to (I) Reject Certain Unexpired Leases of Nonresidential Real Property Effective as of the Additional Debtors' Petition Date and (II) Abandon Property in Connection Therewith [Docket No. [685](#), 11/19/20]

Objection/Response Deadline: November 3, 2020 at 4:00 p.m. (ET)

#### Objections/Responses Filed:

- C. Limited Objection of Broadway Mercer Associates [Docket No. [563](#), 11/3/20]

Status: This matter will be going forward.

Dated: Wilmington, Delaware  
November 19, 2020

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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